

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE: METHYL-TERTIARY BUTYL
ETHER ("MTBE") PRODUCTS
LIABILITY LITIGATION

MDL 1358
Master File C.A. No. 1:00-1898 (SAS)
M21 - 88

This Document Relates to:

*County of Suffolk, et al. v. Amerada Hess
Corp., et al.*, No. 04-CIV-5424

KENNETH E. WARNER, SPECIAL MASTER:

PRE-TRIAL ORDER # 39

**(Application of Revised Confidentiality Order to
Production of Documents or Things Pursuant to Pipeline Subpoenas)**

WHEREAS Plaintiffs in the above-captioned action have issued Rule 45

subpoenas on Buckeye Partners, LP; Colonial Pipeline Company; and Sunoco Logistics

Partners L.P. (collectively, the "Subpoenaed Parties"), for documents, information or

other things relating to certain common carrier pipelines (the "Pipeline Subpoenas"); and

WHEREAS the documents, information or other things sought in the Pipeline

Subpoenas may contain confidential information including, but not limited to, the nature,

kind, quantity, destination, consignee, or routing of property tendered or delivered to such

common carrier pipelines for interstate transportation;

WHEREAS such confidential information may be subject to limitations on

disclosure pursuant to Section 15(13) of the Interstate Commerce Act; and

The Clerk of the Court is hereby directed to
enter this Order as an Order of the Court.
So Ordered. *[Signature]* usdg 1/8/08

WHEREAS Plaintiffs and the Subpoenaed Parties have jointly agreed to the terms of this Pre-Trial Order #39 and have asked the Special Master to sign and enter it as an order.

NOW, THEREFORE, IT IS HEREBY

ORDERED that the provisions of the Revised Confidentiality Order ("RCO") entered by the Court on September 24, 2004 in *In Re MTBE Products Liability Litigation*, MDL No. 1358 (Exhibit A), regarding the production and disclosure of confidential documents, information or other things shall apply to the documents, information or other things produced or disclosed by the Subpoenaed Parties pursuant to the terms set forth below:

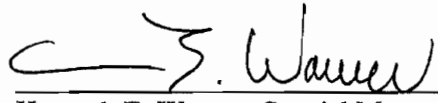
(1) Any documents, information or other things produced or disclosed by the Subpoenaed Parties pursuant to the Pipeline Subpoenas may be produced or disclosed with the Confidentiality Designations set forth in the RCO (*i.e.*, "CONFIDENTIAL (per 2004 MDL 1358 Order)" or "CONFIDENTIAL MATERIALS (per 2004 MDL 1358 Order) -- FOR OUTSIDE COUNSEL ONLY") where such documents, information or other things contain a trade secret or other confidential research, development or commercial information as those terms are used in Rule 26(c)(7) of the Federal Rules of Civil Procedure, including but not limited to the nature, kind, quantity, destination, consignee, or routing of property tendered or delivered to such common carrier pipelines for interstate transportation;

(2) The Subpoenaed Parties need not abide by those portions of the RCO relating to "Approved Copying Service[s]," provided that the Subpoenaed Parties and the

Plaintiffs make alternate, mutually agreeable arrangements for the copying of documents or things produced or disclosed pursuant to the Pipeline Subpoenas; and

(3) The terms of this Order and the RCO with respect to any documents, information or other things produced or disclosed by the Subpoenaed Parties pursuant to the Pipeline Subpoenas shall be binding upon all parties to the above-captioned action and any other persons who have agreed to be bound by the RCO.

Dated: January 7, 2008
New York, NY


Kenneth E. Warner, Special Master